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**P9500046359**



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ACCOUNT NO. : 072100000032

REFERENCE : 617635 79811A

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ PREPAID

ORDER DATE : June 14, 1995

ORDER TIME : 1:40 PM

ORDER NO. : 617635

CUSTOMER NO: 79811A

400001513074  
-06/14/95--01041--018  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Don Zimmerman, Esq  
DON F. ZIMMERMAN, ESQ

Suite A  
2123 Northeast Coachman Road  
Clearwater, FL 34625

DOMESTIC FILING

NAME: W&A ENTERPRISES, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUN 15 1995

FILED  
95 JUN 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
W&A ENTERPRISES, INC.

FILED  
95 JUN 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE 1: NAME:

The name of this Corporation is: W&A ENTERPRISES, INC.

ARTICLE 2: DURATION:

The term of existence of the Corporation is perpetual.

ARTICLE 3: PURPOSE:

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 4: CAPITAL STOCK:

This Corporation is authorized to issue One Thousand (1000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT:

A. Principal Place of Business: The principal place of business and/or mailing address of this Corporation is 2890 Armadillo Drive, Palm Harbor, Florida 34683 and its registered office address is 2890 Armadillo Drive, Palm Harbor, Florida 34683.

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is JOSEPH WAKIM.

**ARTICLE 6: INCORPORATOR:**

The name and post office address of the sole incorporator is:

JOSEPH WAKIM

2890 Armadillo Drive  
Palm Harbor, FL 34683

**ARTICLE 7: INITIAL BOARD OF DIRECTORS:**

This Corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
JOSEPH WAKIM	2890 Armadillo Drive Palm Harbor, FL 34683
JACK AYOUB	200-89TH Avenue North St. Petersburg, FL 33702

**ARTICLE 8: INDEMNIFICATION:**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 9: AMENDMENT:**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8<sup>th</sup> day of June, 1995.

BY:   
JOSEPH WAKIM  
Incorporator

STATE OF OHIO  
COUNTY OF WENTHROP

The foregoing instrument was acknowledged before me  
this 9<sup>th</sup> day of June, 1995, by JOSEPH WAKIM, as incorporator of W&A  
ENTERPRISES, INC., a Florida corporation to be formed, who is  
personally known to me, or who has produced a valid Florida State  
Driver's License as identification. OHIO

Marianne C Miller  
Signature MARIANNE MILLER, Notary Public  
State of Ohio  
My Commission Expires, March 8, 2000

Print or Type Name of Notary  
Notary Public-State of Florida  
My Commission Expires: OHIO

(SEAL)

CERTIFICATE

Designating Place of Business or Domicile  
for the  
Service of Process Within Florida,  
Naming Agent Upon Whom Process May be Served

---

FILED  
95 JUN 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following  
submitted with respect to this corporation's replacement Registered  
Agent:

That NANSE, INC., desiring to organize or qualify under the  
laws of the State of Florida, with its place of business at 2890  
Armadillo Drive, City of Palm Harbor, State of Florida, has named  
JOSEPH WAKIM, located at 2890 Armadillo Drive, City of Palm Harbor,  
State of Florida, as its agent to accept service of process within  
Florida.

Signature   
Title: Incorporator  
Date: June 8, 1995

HAVING BEEN NAMED to accept service of process for the above  
stated Corporation, at the place designated in this Certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

Signature   
Registered Agent  
Date: June 8, 1995

STATE OF OHIO  
COUNTY OF Hamilton

The foregoing instrument was acknowledged before me  
this 2 day of June, 1995 by JOSEPH WAKIM, who is personally known  
to me, or who has produced a ~~Florida~~ State Driver's License as  
identification. OHIO

Marjorie Miller  
Signature Marjorie Miller, Notary Public  
State of Ohio  
My Commission Expires, March 8, 2000

Print or Type Name of Notary  
Notary Public-State of ~~Florida~~  
My Commission Expires: OHIO

(SEAL)

P95000046359

HOUSTON & SHAHADY, P.A.  
100 Northeast Third Avenue, Suite 850  
Fort Lauderdale, Florida 33301-1146

FILED  
96 APR -3 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Scott R. Austin

Telephone (954) 779-3800

Facsimile (954) 779-3808

April 1, 1996

ENCLOSURE  
-04 113495-0102-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

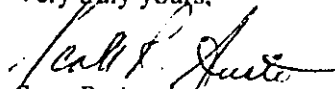
Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Voluntary Dissolution of W & A Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find original Articles of Dissolution of W&A Enterprises, Inc. and a copy of the Action By Written Consent signed by the shareholders. Also enclosed is a check in the amount of \$35.00 representing fee for dissolution, along with a copy of the Annual Report form for your reference.

Very truly yours,

  
Scott R. Austin

SRA:cb  
Encl.

Uo/dis

143 APR 9 1996

**ARTICLES OF DISSOLUTION  
OF W & A ENTERPRISES, INC.**

**FILED**  
96 APR -3 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

**FIRST:** The name of the Corporation is **W&A ENTERPRISES, INC.**, a corporation organized under the Laws of the State of Florida, filed on June 14, 1995.

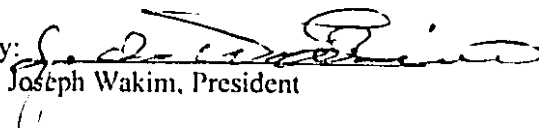
**SECOND:** A dissolution of the Corporation was authorized and approved by the Shareholders and Directors, through an Action by Written Consent in Lieu of Joint Special Meeting of Shareholders and Directors, which constitutes sufficient votes cast in favor of the dissolution, and which is sufficient for approval pursuant to law.

**THIRD:** These articles of dissolution will take effect on February 8, 1996, at 5:00 P.M.

**Dated:** February 8, 1996.

W&A ENTERPRISES, INC.

By:

  
Joseph Wakim, President



ACTION BY WRITTEN CONSENT IN LIEU OF JOINT SPECIAL MEETING  
OF SHAREHOLDERS AND DIRECTORS OF  
W&A ENTERPRISES, INC., A FLORIDA CORPORATION

The undersigned, being all of the Directors and Shareholders of W&A ENTERPRISES, INC., a corporation organized under the laws of the State of Florida ("Corporation"), pursuant to §607.020 Florida Statutes.

1. We have determined that it would be in the best interests of the Corporation and its shareholders for the Corporation to be dissolved. Therefore, pursuant to Section 607.140 (6) of the Florida Statutes, we hereby consent to the dissolution of the Corporation.

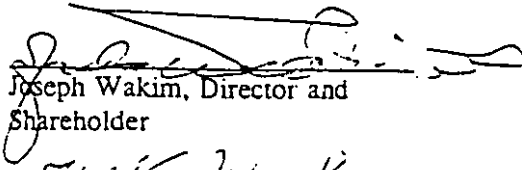
2. The shareholders further agree that the Officers and Directors of the Corporation are authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto.

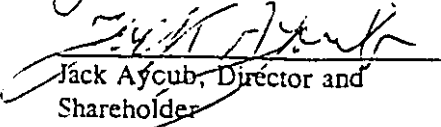
3. The shareholders further agree that the Officers and Directors of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for the payment of all of its known debts, the officers and Directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests.

4. The shareholders further agree that the Officers and Directors of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Corporation.

5. The shareholders further agree that, on completion of all liquidation procedures, the officers and Directors of the Corporation are authorized and directed to file all documents required by law to complete the winding up of the affairs and the dissolution of the Corporation.

EXECUTED on February 9, 1996, at Palm Harbor, Florida.

  
Joseph Wakim, Director and  
Shareholder

  
Jack Aycub, Director and  
Shareholder